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March 14, 1995

RECORDATION NO. 19098-FILE FILED 1475

MAR 14 1995 11 10 AM

UTAH STATE COMMERCE COMMISSION

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Burlington Northern Railroad Company
Leveraged Lease Refinancing
BN 1994-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two copies of each of the two secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 2 (BN 1994-G), dated as of March 16, 1995, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 2 (BN 1994-G), dated as of March 16, 1995, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 2 (BN 1994-G) and Memorandum of Trust Indenture Supplement No. 2 (BN 1994-G) are related are the Memorandum of Equipment Lease Agreement (BN 1994-G) and the Memorandum of Trust Indenture and Security Agreement (BN 1994-G), respectively, which were filed under recordation number 19098 and 19098-A, respectively.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

362843.01.01
1409770

RECORDATION NO. 19098-E
FILED: 1995

MAR 14 1995 11 40 AM

DELAWARE COMMERCE COMMISSION

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (BN 1994-G)

Memorandum of Lease Supplement No. 2 made and entered into as of March 16, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*") and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-G) (the "*Lease Agreement*"), dated as of December 20, 1994, effective as of said date and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Interstate Commerce Commission on December 19, 1994 (recordation number 19098) pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BN 1994-G), dated March 16, 1995, amending, but not otherwise affecting the Equipment subject to, the above-described Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By 
Name: Donald G. MacKelcan
Title: Senior Financial Services Officer

Executed on this 10th day of March, 1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

By _____
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this ____ day of March, 1995.

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 (BN 1994-G)

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of March, 1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

By  _____
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this 10th day of March, 1995.

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 10th day of March, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan, who being by me duly sworn, says that (s)he is the Sr. Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on March 10, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen J. Pedersen
Name:
Notary Public
My Commission Expires: 10/3/98
Residing in Wilmington, Delaware

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on March __, 1995 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on March ___, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

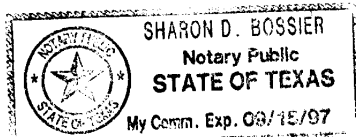
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 10th day of March, 1995, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on March 10, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sharon D. Bossier
Name: Sharon D. Bossier
Notary Public
My Commission Expires: 09/15/97
Residing in Tarrant County, Texas